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13 **UNITED STATES DISTRICT COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**
15 **OAKLAND DIVISION**

16 BRIAN GLAUSER, individually and on
behalf of all others similarly situated,

17 *Plaintiff,*

18 *v.*

19 GROUPME, INC., a Delaware corporation,

20 *Defendant.*
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Case No. 4:11-cv-02584-PJH

**DECLARATION OF BENJAMIN H.
RICHMAN IN SUPPORT OF
PLAINTIFF'S UNOPPOSED
ADMINISTRATIVE MOTION TO
FILE DOCUMENTS UNDER SEAL
PURSUANT TO CIVIL L.R. 7-11
AND 79-5**

1 Pursuant to 28 U.S.C. § 1746, I hereby declare and state as follows:

2 1. I am an attorney admitted *pro hac vice* in the United States District Court for the
3 Northern District of California. I am entering this declaration in support of Plaintiff's Unopposed
4 Administrative Motion to File Documents Under Seal Pursuant to Civil L.R. 7-11 and 79-5. This
5 declaration is based upon my personal knowledge, except where expressly noted otherwise. If
6 called upon to testify to the matters stated herein, I could and would competently do so.

7 2. I am a partner in the law firm of Edelson PC, which has been retained to represent
8 the named Plaintiff in this matter, Brian Glauser.

9 3. In his Motion for Class Certification ("Motion"), Plaintiff Brian Glauser relies
10 upon several documents—attached to the supporting Declaration of Benjamin H. Richman
11 ("Richman Declaration")—that were produced by Defendant GroupMe, Inc. ("GroupMe") in
12 discovery and designated as "Confidential," "Highly Confidential – Attorneys' Eyes Only," and
13 "Highly Confidential – Source Code" pursuant to the June 23, 2014 Protective Order entered in
14 this matter ("Protective Order"). As a result, Plaintiff Glauser seeks to file those documents under
15 seal.

16 4. In particular, attached the Richman Declaration are the following documents:

- 17 • Exhibit B is an excerpt from a transcript of the text messages sent within the
18 "Poker" texting group, bates labeled GM_0000099, that contains the names
19 of individuals within the group. GroupMe has designated this document as
20 "Confidential."
- 21 • Exhibit C provides a breakdown of the GroupMe proprietary texting
22 platform, including, *inter alia*, information about registration for the
23 GroupMe service and automatic text messages sent by GroupMe, bates
24 labeled GM_0000084-0000091. GroupMe has designated these documents
25 "Highly Confidential – Attorneys' Eyes Only."
- 26 • Exhibit D is an excerpt from an email conversation between a GroupMe
27 employee and a GroupMe user regarding the size of GroupMe texting
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1 groups, bates labeled GM_0000328, and contains the name of a third party
2 not involved in the instant action. GroupMe has designated this document
3 “Confidential.”

- 4 • Exhibit E is an excerpt of the source code underlying GroupMe’s
5 proprietary texting platform, which relates to group creators’ addition of
6 individuals to texting groups and automatic responses by GroupMe to the
7 same, bates labeled GM_0000117-0000123. GroupMe has designated these
8 documents “Highly Confidential – Source Code.”
- 9 • Exhibit F is a document regarding pre-generated text messages sent to
10 individuals added to GroupMe’s texting groups, bates labeled
11 GM_0000398. GroupMe has designated this document “Highly
12 Confidential – Attorneys’ Eyes Only.”
- 13 • Exhibit G is a contract between Twilio and GroupMe that establishes
14 GroupMe’s use of Twilio’s API, bates labeled GM_0000092-0000095.
15 GroupMe has designated these documents “Confidential.”
- 16 • Exhibit H is a contract between Bandwidth.com, Inc. and GroupMe, bates
17 labeled GM_0000176-0000188. GroupMe has designated these documents
18 “Highly Confidential – Attorneys’ Eyes Only.”
- 19 • Exhibit I is an excerpt of the source code underlying GroupMe’s proprietary
20 texting platform, bates labeled GM_0000134, which relates to the
21 platform’s storage of telephone numbers. GroupMe has designated this
22 document “Highly Confidential – Source Code.”
- 23 • Exhibit J is a diagram outlining GroupMe’s proprietary texting platform’s
24 system-architecture, bates labeled GM_0000230. GroupMe has designated
25 this document “Highly Confidential – Attorneys’ Eyes Only.”
- 26 • Exhibit K is a diagram outlining GroupMe’s proprietary texting platform’s
27 system-architecture, bates labeled GM_0000365. GroupMe has designated
28 this document “Highly Confidential – Attorneys’ Eyes Only.”

- 1 • Exhibit L is a diagram outlining GroupMe’s proprietary texting platform’s
2 overall architecture, bates labeled GM_0000228. GroupMe has designated
3 this document “Highly Confidential – Attorneys’ Eyes Only.”
- 4 • Exhibit M is an excerpt from a description of the technology underlying
5 GroupMe’s proprietary texting platform, bates labeled GM_0000356-
6 0000358, which relates to GroupMe’s use of Twilio, Inc.’s (“Twilio”)
7 application programming interface (“API”) to transmit text messages.
8 GroupMe has designated these documents “Highly Confidential –
9 Attorneys’ Eyes Only.”
- 10 • Exhibit N is a diagram outlining GroupMe’s proprietary texting platform’s
11 overall architecture, bates labeled GM_0000366. GroupMe has designated
12 this document “Highly Confidential – Attorneys’ Eyes Only.”
- 13 • Exhibit O is an excerpt of the source code underlying GroupMe’s
14 proprietary texting platform, bates labeled GM_0000142-0000143, which
15 relates to GroupMe’s use of automatic SMS text message and push
16 notifications. GroupMe has designated these documents “Highly
17 Confidential – Source Code.”
- 18 • Exhibit P is an excerpt of the source code underlying GroupMe’s
19 proprietary texting platform, bates labeled GM_0000165-0000169, which
20 relates to Twilio’s involvement in the transmission of text messages.
21 GroupMe has designated these documents “Highly Confidential – Source
22 Code.”

23 5. Portions of Plaintiff’s Motion also contain references to and quotations from the
24 above exhibits, which have been marked “Confidential,” “Highly Confidential – Attorneys’ Eyes
25 Only,” and “Highly Confidential – Source Code” by GroupMe and therefore, Plaintiff has
26 redacted from the publically filed version of the Motion where appropriate.

27 6. On August 29, 2014, I communicated with counsel for Defendant GroupMe,
28 Jonathan Hawk of White & Case LLP, and Mr. Hawk confirmed that GroupMe does not oppose

1 Plaintiff's Administrative Motion to File Documents Under Seal.

2 I declare under penalty of perjury that the foregoing is true and correct.

3 Executed this 29th day of August, 2014 at Chicago, Illinois.

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5 /s/ Benjamin H. Richman

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